

Cellcom Israel Ltd.  
Form 6-K  
July 30, 2013

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

For July 30, 2013

Commission File Number: 001-33271

CELLCOM ISRAEL LTD.  
10 Hagavish Street  
Netanya, Israel 42140

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(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.  
Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐ No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): Not Applicable

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CELLCOM ISRAEL ANNOUNCES PRELIMINARY RESULTS  
FOR THE SECOND QUARTER OF 2013 AND COMMENTS ON  
PURCHASE RUMORS

NETANYA, Israel, July 30, 2013 – Cellcom Israel Ltd. (NYSE: CEL) (the “Company”) announced today its preliminary (unaudited) results for the second quarter of 2013. The Company provides its preliminary results at the request of its controlling shareholder, IDB Holding Corporation, or IDB, in connection with certain debt arrangements for IDB. The expected results are presented below. The expected results reflect an increase in the Company's revenues from services, ARPU and EBITDA during Q2/2013 in comparison to those of Q1/2013, which may not continue in future quarters, alongside the previously forecasted continued moderate erosion of revenues during Q2/2013 in comparison to those of Q1/2013. The increase in revenues from services, ARPU and EBITDA, follows a continued decrease in those parameters in recent periods. The Company will publish its Q2/2013 report and full and final financial results for the Q2/2013 (unaudited) in August 2013.

	Q2/2013 preliminary results (in NIS millions; ARPU in NIS)
Revenues	1,220-1,240
Revenues from services	990-1,010
Net income	55-65
EBITDA*	325-340
FCF**	340-345
ARPU***	77.5 – 79.5

\*EBITDA is a non-IFRS measure and is defined as income before financing income (expenses), net; other income (expenses), net; income tax; depreciation and amortization and share based payments. This is an accepted measure in the communications industry.

\*\*Free cash flow is a non-IFRS measure and is defined as the net cash provided by operating activities minus the net cash used in investing activities excluding short-term investment in tradable debentures and deposits and proceeds from sales of such debentures (including interest received in relation to such debentures) and deposits.

For additional details regarding the Company's usage of non-IFRS financial measures see the Company's current report on the Company's results of operations in the first quarter 2013, on Form 6-K filed on May 13, 2013, under the same title.

\*\*\* Average monthly revenue per user.

The Company further announced that its controlling shareholder has notified it that contrary to rumors in the media regarding an offer supposedly made to a third party to purchase the Company, the Company is not up for sale. The Company provides this information at the request of IDB, its controlling shareholder, in connection with certain debt arrangements for IDB. The Company is providing such information today only in light of this request from its controlling shareholder, but otherwise does not expect to comment on market rumors, consistent with its normal policy.

#### Forward looking statements

The information included in this press release contains, or may be deemed to contain, forward-looking statements (as defined in the U.S. Private Securities Litigation Reform Act of 1995 and the Israeli Securities Law, 1968). Said

forward-looking statements, relating to the Company's expected results for Q2/2013 and expectations as to future quarters, are subject to uncertainties and assumptions. In particular, the Q2/2013 final results of operations are currently still in the processing stage, and are subject to completion and their review by our independent auditors and any unexpected events which might effect such results, and could change. Our results for

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Q2/2013 are also subject to the risks identified in our most recent annual report on Form 20-F filed on March 4, 2013, under Item 3.D. "Risk Factors" and any unexpected events which might effect such results. These factors could lead to materially different results than that set forth above.

#### About Cellcom Israel

Cellcom Israel Ltd., established in 1994, is the leading Israeli cellular provider; Cellcom Israel provides its approximately 3.166 million subscribers (as at March 31, 2013) with a broad range of value added services including cellular and landline telephony, roaming services for tourists in Israel and for its subscribers abroad and additional services in the areas of music, video, mobile office etc., based on Cellcom Israel's technologically advanced infrastructure. The Company operates an HSPA 3.5 Generation network enabling advanced high speed broadband multimedia services, in addition to GSM/GPRS/EDGE networks. Cellcom Israel offers Israel's broadest and largest customer service infrastructure including telephone customer service centers, retail stores, and service and sale centers, distributed nationwide. Through its broad customer service network Cellcom Israel offers its customers technical support, account information, direct to the door parcel delivery services, internet and fax services, dedicated centers for the hearing impaired, etc. In August 2011, Cellcom Israel completed the acquisition of Netvision Ltd. 013 Netvision Ltd., its wholly owned subsidiary, is a leading Israeli provider of internet connectivity services and international calling services. Cellcom Israel, through its wholly owned subsidiaries also provides landline telephone communication services in Israel, in addition to data communication services. Cellcom Israel's shares are traded both on the New York Stock Exchange (CEL) and the Tel Aviv Stock Exchange (CEL). For additional information please visit the Company's website [www.cellcom.co.il](http://www.cellcom.co.il)

#### Company Contact

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#### Investor Relations Contact

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CELLCOM ISRAEL LTD.

Date: July 30, 2013

By: /s/ Liat Menahemi Stadler  
Name: Liat Menahemi Stadler  
Title: General Counsel